

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline: September 12, 2004@ 4:00 p.m.

**THIRTY-FIFTH MONTHLY FEE APPLICATION OF KRAMER
LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE
OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS FOR THE
PERIOD FROM JUNE 1, 2004 THROUGH JUNE 30, 2004**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide
Professional Services to: Official Committee of Equity Holders

Date of Retention: As of July 18, 2001 nunc pro tunc

Period for which compensation
and reimbursement is sought: June 1, 2004 through and
including June 30, 2004

Amount of Compensation sought as
actual, reasonable and necessary: \$23,202.00

Amount of Expense Reimbursement sought as
actual, reasonable and necessary: \$172.12

This is a(n): x monthly interim application

Prior Applications:

Date Filed	Period Covered	Requested Fees/ Expenses	Paid Fees/ Expenses
February 28, 2002	January 1, 2002 - January 31, 2002	\$23,807.50 \$1,961.58	\$19,046.00 \$1,961.58
April 1, 2002	February 1, 2002 - February 28, 2002	\$36,382.50 \$2,894.44	\$29,106.00 \$2,894.44
May 8, 2002	March 1, 2002 - March 31, 2002	\$32,575.00 \$2,107.64	\$26,060.00 \$2,107.64
May 15, 2002 (Quarterly)	January 1, 2002 - March 31, 2002	\$92,765.00 \$6,963.66	\$92,765.00 \$6,963.66
June 17, 2002	April 1, 2002 - April 30, 2002	\$28,794.00 \$2,669.24	\$23,035.20 \$2,669.24
August 5, 2002	May 1, 2002 May 31, 2002	\$24,232.00 \$2,299.11	\$19,385.60 \$2,299.11
September 4, 2002	June 1, 2002 June 30, 2002	\$20,392.50 \$388.61	\$16,314.00 \$388.61
September 18 2002 (Quarterly)	April 1, 2002 June 30, 2002	\$73,418.50 \$5,356.96	\$69,340.00 ¹ \$5,356.96
November 4, 2002	July 1, 2002 July 31, 2002	\$28,083.50 \$1,121.59	\$22,466.80 \$1,121.59
October 24, 2002	August 1, 2002 August 31, 2002	\$33,598.50 \$7,190.62	\$26,878.80 \$7,190.62
November 5, 2002	September 1, 2002 September 30, 2002	\$25,584.50 \$1,761.46	\$20,467.60 \$1,761.46
November 21, 2002 (Quarterly)	July 1, 2002 September 30, 2002	\$87,266.50 \$10,070.69	Approved on 3/14/03 Doc. No. 3511, but 20% hold- back not yet paid
November 25, 2002	October 1, 2002 October 31, 2002	\$39,887.50 \$2,124.93	\$31,910.00 \$2,124.93

¹ The twenty percent holdback (\$4,078.50) for the month of June, 2002 is still outstanding.

January 14, 2003	November 1, 2002 November 30, 2002	\$18,704.00 \$652.12	\$14,963.20 \$652.12
February 10, 2003	December 1, 2002 December 31, 2002	\$11,853.50 \$816.82	\$9,482.80 \$816.82
February 25, 2003	January 1, 2003 January 31, 2003	\$11,100.00 \$927.47	\$8,880.00 \$927.47
March 11, 2003	October 1, 2002 December 31, 2002	\$70,445.00 \$3,575.61	Approved on 7/28/03 Doc. No. 4157, but 20% hold- back not yet paid
April 8, 2003	February 1, 2003 February 28, 2003	\$13,418.00 \$240.08	\$10,734.40 \$240.08
May 6, 2003	March 1, 2002 March 31, 2003	\$26,969.00 \$452.38	\$21,575.20 \$452.38
May 15, 2003	January 1, 2003 March 31, 2002	\$51,487.00 \$1,619.93	Approved on 9/22/03 Doc. No. 3511, but 20% hold- back not yet paid
June 4, 2003	April 1, 2003 April 30, 2003	\$7,609.00 \$1,594.42	\$6,087.20 \$1,594.42
June 26, 2003	May 1, 2003 May 31, 2003	\$9,411.00 \$107.57	\$7,528.77 \$107.57
August 13, 2003	June 1, 2003 June 30, 2003	\$10,427.00 \$137.09	\$8,341.60 \$137.09
August 21, 2003	April 1, 2003 June 30, 2003	\$27,447.00 \$1,839.08	Approved on 12/15/03 Doc. No. 4827, but 20% hold- back not yet paid
September 25, 2003	July 1, 2003 July 31, 2003	\$9,272.50 \$32.30	\$7,418.00 \$32.30
October 2, 2003	August 1, 2003 August 31, 2003	\$9,815.50 \$130.93	\$489.69 \$130.93
November 26, 2003	September 1, 2003 September 30, 2003	\$15,004.00 \$334.63	\$12,003.20 \$334.63
December 19, 2003	October 1, 2003 October 31, 2003	\$13,134.00 \$174.04	\$10,507.20 \$174.04
January 6, 2004	November 1, 2003 November 30, 2003	\$14,537.00 \$273.00	\$11,629.60 \$273.00

January 29, 2004	December 1, 2003 December 31, 2003	\$17,595.00 \$1,599.14	\$14,076.00 \$1,599.14
February 27, 2004	January 1, 2004 January 31, 2004	\$8,979.00 \$436.37	\$7183.20 \$436.47
May 5, 2004	February 1, 2004 February 29, 2004	\$8,888.00 \$545.85	\$7,110.40 \$545.85
May 28, 2004	March 1, 2004 March 31, 2004	\$13,807.50 \$472.11	\$11,643.00 \$472.11
June 30, 2004	April 1, 2004 April 30, 2004	\$14,373.50 \$383.90	pending
August 3, 2004	May 1, 2004 May 31, 2004	\$10,840.00 \$1,279.24	pending

SUMMARY OF TIME FOR BILLING PERIOD
JUNE 1, 2004 THROUGH JUNE 30, 2004

Name	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bentley, Philip	565.00	12.00	\$6,780.00
Becker, Gary M.	495.00	17.30	\$8,563.50
Klein, David	390.00	18.00	\$7,020.00
Mangual, Kathleen	195.00	4.30	\$838.50
Total		51.60	\$23,202.00

COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category	Total Hours for the Period 6/1/04 through 6/30/04	Total Fees for the Period 6/1/04 through 6/30/04
Case Administration	10.20	\$3,718.50
Creditor Committee	10.20	\$5,567.00
Bankruptcy Motions	2.30	\$1,138.50
Fee Applications, Applicant	4.00	\$1,170.00
Claim Analysis Objection	24.40	\$11,360.50
Fraudulent Conveyance Adv. Proc.	0.50	\$247.50
Total	51.60	\$23,202.00

EXPENSE SUMMARY

Expense Category	Total Expenses For the Period 6/1/04 through 6/30/04
Photocopying	\$41.55
Research Services	\$14.00
Postage	\$4.55
Long-Distance Tel.	\$22.06
West On-line Research	\$18.78
Messenger Service	\$15.56
Meals	\$13.76
Document Retrieval Fees	\$41.86
Total	\$172.12

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: 

Gary M. Becker
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Counsel to the Official Committee of
Equity Holders

Dated: August 20, 2004

CASE ADMINISTRATION

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BECKER, GARY M.	CRED	0.50	495.00	247.50
KLEIN, DAVID	CRED	8.10	390.00	3,159.00
<u>PARAPROFESSIONALS</u>				
MANGUAL, KATHLEEN	CRED	1.60	195.00	312.00
Subtotal		<u>10.20</u>		\$ <u>3,718.50</u>

CREDITOR COMMITTEE

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BENTLEY, PHILIP	CRED	7.40	565.00	4,181.00
BECKER, GARY M.	CRED	2.80	495.00	1,386.00
Subtotal		<u>10.20</u>		\$ <u>5,567.00</u>

BANKR. MOTIONS

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BECKER, GARY M.	CRED	2.30	495.00	1,138.50
Subtotal		<u>2.30</u>		\$ <u>1,138.50</u>

FEE APPLICATIONS, APPLICANT

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BECKER, GARY M.	CRED	1.30	495.00	643.50
<u>PARAPROFESSIONALS</u>				
MANGUAL, KATHLEEN	CRED	2.70	195.00	526.50
Subtotal		<u>4.00</u>		\$ <u>1,170.00</u>

CLAIM ANALYSIS OBJECTION & RESOLUTION(ASBESTOS)

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BENTLEY, PHILIP	CRED	4.60	565.00	2,599.00
BECKER, GARY M.	CRED	9.90	495.00	4,900.50
KLEIN, DAVID	CRED	9.90	390.00	3,861.00
Subtotal		<u>24.40</u>		\$ <u>11,360.50</u>

SCHEDULE OF TIME CHARGES AND RATES
FOR THE PERIOD JUNE 1, 2004 THROUGH JUNE 30, 2004

FRAUDULENT CONVEYANCE ADV. PROCEEDING

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BECKER, GARY M.	CRED	0.50	495.00	247.50
	Subtotal	<u>0.50</u>	\$	<u>247.50</u>
	Total	<u>51.60</u>	\$	<u>23,202.00</u>

<u>ATTORNEY</u>	<u>TITLE</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BENTLEY, PHILIP	PARTNER	12.00	565.00	6,780.00
BECKER, GARY M.	SPEC COUNS	17.30	495.00	8,563.50
KLEIN, DAVID	ASSOCIATE	18.00	390.00	7,020.00
MANGUAL, KATHLEEN	PARALEGAL	<u>4.30</u>	195.00	<u>838.50</u>
	Total	<u>51.60</u>		<u>\$23,202.00</u>

<u>DISBURSEMENTS</u>	<u>AMOUNT</u>
PHOTOCOPYING	41.55
RESEARCH SERVICES	14.00
POSTAGE	4.55
LONG-DISTANCE TEL.	22.06
WESTLAW ON-LINE RESEARCH	18.78
MESSENGER SERVICE	15.56
MEALS	13.76
DOCUMENT RETRIEVAL FEES	<u>41.86</u>
Subtotal	<u>\$172.12</u>

<u>DISBURSEMENTS</u>	<u>AMOUNT</u>
PHOTOCOPYING	22.16
Subtotal	<u>\$22.16</u>